

EXHIBIT B

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

FRANCHISE GROUP, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 24-12480 (JTD)

(Jointly Administered)

**AMENDED
NOTICE OF RULE 30(b)(6) DEPOSITION OF FRANCHISE GROUP, INC.
CORPORATE REPRESENTATIVE**

PLEASE TAKE NOTICE that pursuant to FRCP 30(b)(6), Rule 7030 of the Federal Bankruptcy Rules, and Local Rule 7030-1 of the United States Bankruptcy Court for the District of Delaware, Buddy Mac Holdings, LLC (“BMH”), by and through its undersigned counsel, will take the deposition upon oral examination of the person(s) designated by FRANCHISE GROUP, INC. with respect to the topics set forth below. The deposition will take place at **10:00 a.m.**

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of their U.S. federal tax identification numbers, to the extent applicable, are Franchise Group, Inc. (1876), Freedom VCM Holdings, LLC (1225), Freedom VCM Interco Holdings, Inc. (2436), Freedom Receivables II, LLC (4066), Freedom VCM Receivables, Inc. (0028), Freedom VCM Interco, Inc. (3661), Freedom VCM, Inc. (3091), Franchise Group New Holdco, LLC (0444), American Freight FFO, LLC (5743), Franchise Group Acquisition TM, LLC (3068), Franchise Group Intermediate Holdco, LLC (1587), Franchise Group Intermediate L, LLC (9486), Franchise Group Newco Intermediate AF, LLC (8288), American Freight Group, LLC (2066), American Freight Holdings, LLC (8271), American Freight, LLC (5940), American Freight Management Company, LLC (1215), Franchise Group Intermediate S, LLC (5408), Franchise Group Newco S, LLC (1814), American Freight Franchising, LLC (1353), Home & Appliance Outlet, LLC (n/a), American Freight Outlet Stores, LLC (9573), American Freight Franchisor, LLC (2123), Franchise Group Intermediate B, LLC (7836), Buddy’s Newco, LLC (5404), Buddy’s Franchising and Licensing LLC (9968), Franchise Group Intermediate V, LLC (5958), Franchise Group Newco V, LLC (9746), Franchise Group Intermediate BHF, LLC (8260); Franchise Group Newco BHF, LLC (4123); Valor Acquisition, LLC (3490), Vitamin Shoppe Industries LLC (3785), Vitamin Shoppe Global, LLC (1168), Vitamin Shoppe Mariner, LLC (6298), Vitamin Shoppe Procurement Services, LLC (8021), Vitamin Shoppe Franchising, LLC (8271), Vitamin Shoppe Florida, LLC (6590), Betancourt Sports Nutrition, LLC (0470), Franchise Group Intermediate PSP, LLC (5965), Franchise Group Newco PSP, LLC (2323), PSP Midco, LLC (6507), Pet Supplies “Plus”, LLC (5852), PSP Group, LLC (5944), PSP Service Newco, LLC (6414), WNW Franchising, LLC (9398), WNW Stores, LLC (n/a), PSP Stores, LLC (9049), PSP Franchising, LLC (4978), PSP Subco, LLC (6489), PSP Distribution, LLC (5242), Franchise Group Intermediate SL, LLC (2695), Franchise Group Newco SL, LLC (7697), and Educate, Inc. (5722). The Debtors’ headquarters is located at 109 Innovation Court, Suite J, Delaware, Ohio 43015.

Eastern on February 10, 2025, or such other date/time as is mutually agreeable to the parties, before a Notary Public or other person authorized by law to administer oaths.

The deposition will take place at the following location, or such other location as is mutually agreeable to the parties:

Womble Bond Dickinson (US) LLP
1313 North Market Street,
Suite 1200
Wilmington, DE 19801

The deposition will be recorded by stenographic/audio means and may also be videotaped at BMH's option. You are invited to attend and cross-examine.

BMH reserves the right to seek relief from the court in the event that the designated deponent is not properly prepared to testify on behalf of FRANCHISE GROUP, INC. with respect to each of the identified topics.

RULE 30(b)(6) TOPICS

DEFINITIONS

1. "Communications" is to be construed as broadly as possible, includes any type of "document," and means the transmittal of any information in any form through any manner, means, or medium. For avoidance of doubt, "communications" includes communications made between persons covered by the definition of "you" provided below (i.e., "internal communications").
2. "You" and "your" means Debtor, Franchise Group, Inc., and all of its subsidiaries involved in the above-captioned Bankruptcy Cases including Buddy's Franchising and Licensing

LLC and American Freight LLC (“AF”), and each of their successors, predecessors, divisions, departments, and any other person acting or purporting to act on any of their behalf.

3. “Concerning” means directly or indirectly addressing, advising, analyzing, assessing, calculating characterizing, comprising, considering, constituting, containing, corroborating, demonstrating, describing, discussing, embodying, evidencing, involving, mentioning, memorializing, noting referencing, referring to, reflecting, regarding, relating to, pertaining to, showing, suggesting, summarizing, or supporting.
4. “Income” is defined as the money or other form of payment that one receives, sometimes periodically, from sales, contracts, employment, business, investments, royalties, commissions, rebates, kick-backs, gifts, and the like.
5. “Revenue” is defined as income from any and all sources.

TOPICS

1. Financing or other contractual arrangements between Franchise Group, Inc. and/or American Freight LLC on the one hand, with American First Finance, LLC on the other hand, including any referral agreements.
2. Income, Revenues and other payments received by Franchise Group, Inc. and/or American Freight LLC from financing or other contractual arrangements with American First Finance, LLC.
3. Communications to or from Franchise Group, Inc and/or American Freight LLC regarding any financing or other contractual arrangements with American First Finance, LLC.

4. Payments, Revenues and Income received by Franchise Group, Inc. and/or American Freight LLC from any business relationships with American First Finance.
5. Payments, Revenues and Income received by Franchise Group, Inc., and/or American Freight LLC from any business relationships with American First Finance related to American Freight LLC store locations within the franchise territories owned or controlled by Buddy Mac Holdings, LLC or its affiliates, including but not limited to the stores and territories of Buddy Mac Holdings, LLC and its affiliates identified on the attached Exhibit A.
6. The purchase price or other consideration paid by Franchise Group, Inc. to purchase, acquire, or merge with American Freight, LLC.
7. Financial statements, including profit-and-loss statements, balance sheets, and cash flow statements, concerning the American Freight, LLC locations which operated within the franchise territories owned or controlled by Buddy Mac Holdings, LLC or its affiliates.
8. The purchase price offered to franchisees, at Buddy's Franchising & Licensing LLC's 2020 Leadership Meeting in Orlando, Florida, held on September 14-18, 2020, or otherwise, to purchase American Freight, LLC stores or W.S. Badcock LLC stores.
9. The identity of the suppliers of inventory sold at the American Freight, LLC stores which operated within the franchise territories owned or controlled by Buddy Mac Holdings, LLC or its affiliates.

Dated: January 19, 2025
Wilmington, Delaware

WOMBLE BOND DICKINSON (US) LLP

/s/ Matthew P. Ward

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Lisa Bittle Tancredi (Del. Bar No. 4657)
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-and-

ZARCO EINHORN SALKOWSKI, P.A.

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*Counsel to Buddy Mac Holdings, LLC and its
Subsidiaries*

EXHIBIT A

Territorial Rights Infringement Schedule

Count	<u>LLC</u>	<u>Address</u>	<u>City</u>	<u>State</u>	<u>Zip Code</u>
1	1-Buddy Mac One LLC	1404 W. Gentry Parkway	Tyler	TX	75702
2	12-Buddy Mac Twelve, LLC	1727 Texoma Parkway	Sherman	TX	75090
3	17-Buddy Mac Seventeen, LLC	5234 Rufe Snow Drive, Suite A	North Richland Hills	TX	76180
4	19-Buddy Mac Nineteen, LLC	1337 E. Lindsey	Norman	OK	73071
5	2-Buddy Mac Two LLC	2725 Sherwood Way STE 500	San Angelo	TX	76901
6	21-Buddy Mac Twenty One, LLC	1803 North Harrison	Shawnee	OK	74804
7	31-BMH-TMN 31, LLC	2014 50th Street	Lubbock	TX	79412
8	34-BMH-RCL 34, LLC	3800 Townson Ave	Fort Smith	AR	72901
9	36-BMH-RCL 36, LLC	330 Hwy 62 E	Mountain Home	AR	72653
10	4-Buddy Mac Four LLC	1809 W. Loop 281	Longview	TX	75604
11	41-BMH-RCL 41, LLC	1760 New Boston Road	Texarkana	TX	75501
12	43-BMH-FAN 43, LLC	1413 Mitchell Road	West Plains	MO	65775
13	44-BMH-FAN 44, LLC	2330 Harrison Street	Batesville	AR	72501
14	51-BMH-FAN 51, LLC	8117 Rogers Ave	Fort Smith	AR	72903
15	58-BMH-NEW 58, LLC	1001 NW Sheridan Rd	Lawton	OK	73505
16	61-BMH-NEW 61, LLC	801 N Broadway Avenue	Ada	OK	74820
17	67-BMH-WF TX 67, LLC	2924 Kemp Blvd	Wichita Falls	TX	76308
18	68-BMH-NEW 68, LLC	4301 SW 45th, Suite 400	Amarillo	TX	79109
19	69-BMH-NEW 69, LLC	223-303 W Camp Wisdom Rd	Duncanville	TX	75116
20	73-BMH-TB 73, LLC	10015 N. Nebraska Ave	Tampa	FL	33612
21	9-Buddy Mac Nine, LLC	8849 Menaul Blvd NE	Albuquerque	NM	87110
22	92-BMH-NEW 92, LLC	1349 North Westwood Blvd	Poplar Bluff	MO	63901
23	97-BMH Prime 97, LLC	1710 West 7th St	Joplin	MO	64801
24	BMH - Area Development Agreement		Albuquerque #2	NM	
25	BMH - Area Development Agreement		Amarillo #2	TX	
26	BMH - Area Development Agreement		Oklahoma City #1	OK	
27	BMH - Area Development Agreement		Oklahoma City #2	OK	
28	BMH - Area Development Agreement		Oklahoma City #3	OK	
29	BMH - Area Development Agreement		Grand Prairie	TX	
30	BMH - Area Development Agreement		Mesquite	TX	
31	BMH - Area Development Agreement		Ardmore	OK	
32	BMH - Area Development Agreement		Arlington	TX	
33	BMH - Area Development Agreement		Brandon	FL	
34	BMH - Area Development Agreement		Town & Country	FL	
35	BMH - Area Development Agreement		Ruskin	FL	
36	BMH - Area Development Agreement		Sarasota	FL	

File a Notice:[24-12480-JTD Franchise Group, Inc. and Freedom VCM, Inc.](#)

Type: bk Chapter: 11 v Office: 1 (Delaware)
Assets: y Judge: JTD
Case Flag: APPEAL, SealedDoc(s), LEAD, MEGA, STANDOrder, CLMSAGNT

U.S. Bankruptcy Court**District of Delaware**

Notice of Electronic Filing

The following transaction was received from Matthew P. Ward entered on 1/19/2025 at 7:54 PM EST and filed on 1/19/2025

Case Name: Franchise Group, Inc. and Freedom VCM, Inc.

Case Number: [24-12480-JTD](#)

Document Number: [784](#)

Docket Text:

Amended Notice of Deposition // *Amended Notice of Rule 30(b)(6) Deposition of Franchise Group, Inc. Corporate Representative.* (related document(s)[781]) Filed by Buddy Mac Holdings, LLC. (Ward, Matthew)

The following document(s) are associated with this transaction:

Document description:Main Document

Original filename:1. Franchise - AMENDED Depo Notice CR (Buddy Mac Holding) 4924-8779-5217 v.1.pdf

Electronic document Stamp:

[STAMP bkecfStamp_ID=983460418 [Date=1/19/2025] [FileNumber=18994996-0
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d9b3f4429d6fd9af5c6b293c7f2f8b1ba999c3ad2342c2e64f568bd248dd9]]

24-12480-JTD Notice will be electronically mailed to:

Elihu Ezekiel Allinson, III on behalf of Creditor Sun Life Assurance Company of Canada
ZAllinson@SHA-LLC.com, ecf@williamsdullivanllc.com;hcoleman@sha-llc.com

Jason Daniel Angelo on behalf of Creditor Bank of America, N.A., as Prepetition ABL Agent
JAngelo@reedsmith.com, glauer@reedsmith.com

John R. Ashmead on behalf of Interested Party Wilmington Trust, National Association
ashmead@sewkis.com, matott@sewkis.com;managingclerkoffice@sewkis.com

Matthew P. Austria on behalf of Creditor Dell Financial Services L.L.C.
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Scott A Bachert on behalf of Creditor Frontier Bel Air LLC
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Scott A Bachert on behalf of Creditor Frontier Dania LLC
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Scott A Bachert on behalf of Creditor Frontier Dover LLC
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Scott A Bachert on behalf of Creditor Frontier Kissimmee LLC
sbachert@kerricklaw.com

Scott A Bachert on behalf of Creditor Frontier Osceola LC
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Joseph H. Baldiga on behalf of Creditor New Westgate Mall LLC
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Ian J Bambrick on behalf of Creditor Prologis, L.P.
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Joseph C. Barsalona II on behalf of Defendant John Does 1-20
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Joseph C. Barsalona II on behalf of Defendant Brian Gale
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Joseph C. Barsalona II on behalf of Defendant Lawrence Bass
jbarsalona@pashmanstein.com, joseph--barsalona-5332@ecf.pacerpro.com

Joseph C. Barsalona II on behalf of Defendant Mark Noble
jbarsalona@pashmanstein.com, joseph--barsalona-5332@ecf.pacerpro.com

Joseph C. Barsalona II on behalf of Defendant Terry Philipppas
jbarsalona@pashmanstein.com, joseph--barsalona-5332@ecf.pacerpro.com

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

FRANCHISE GROUP, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 24-12480 (JTD)

(Jointly Administered)

NOTICE OF DEPOSITION OF WILL POWELL

PLEASE TAKE NOTICE that pursuant to FRCP 30(b)(1) and Local Rule 7030-1 of the United States Bankruptcy Court for the District of Delaware, Buddy Mac Holding, LLC (“BMH”), by and through its undersigned counsel, will take the deposition upon oral examination of **WILL POWELL at 10:00 a.m. Eastern on February 11, 2025**, or such other date/time as is mutually agreeable to the parties, before a Notary Public or other person authorized by law to administer oaths.

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of their U.S. federal tax identification numbers, to the extent applicable, are Franchise Group, Inc. (1876), Freedom VCM Holdings, LLC (1225), Freedom VCM Interco Holdings, Inc. (2436), Freedom Receivables II, LLC (4066), Freedom VCM Receivables, Inc. (0028), Freedom VCM Interco, Inc. (3661), Freedom VCM, Inc. (3091), Franchise Group New Holdco, LLC (0444), American Freight FFO, LLC (5743), Franchise Group Acquisition TM, LLC (3068), Franchise Group Intermediate Holdco, LLC (1587), Franchise Group Intermediate L, LLC (9486), Franchise Group Newco Intermediate AF, LLC (8288), American Freight Group, LLC (2066), American Freight Holdings, LLC (8271), American Freight, LLC (5940), American Freight Management Company, LLC (1215), Franchise Group Intermediate S, LLC (5408), Franchise Group Newco S, LLC (1814), American Freight Franchising, LLC (1353), Home & Appliance Outlet, LLC (n/a), American Freight Outlet Stores, LLC (9573), American Freight Franchisor, LLC (2123), Franchise Group Intermediate B, LLC (7836), Buddy’s Newco, LLC (5404), Buddy’s Franchising and Licensing LLC (9968), Franchise Group Intermediate V, LLC (5958), Franchise Group Newco V, LLC (9746), Franchise Group Intermediate BHF, LLC (8260); Franchise Group Newco BHF, LLC (4123); Valor Acquisition, LLC (3490), Vitamin Shoppe Industries LLC (3785), Vitamin Shoppe Global, LLC (1168), Vitamin Shoppe Mariner, LLC (6298), Vitamin Shoppe Procurement Services, LLC (8021), Vitamin Shoppe Franchising, LLC (8271), Vitamin Shoppe Florida, LLC (6590), Betancourt Sports Nutrition, LLC (0470), Franchise Group Intermediate PSP, LLC (5965), Franchise Group Newco PSP, LLC (2323), PSP Midco, LLC (6507), Pet Supplies “Plus”, LLC (5852), PSP Group, LLC (5944), PSP Service Newco, LLC (6414), WNW Franchising, LLC (9398), WNW Stores, LLC (n/a), PSP Stores, LLC (9049), PSP Franchising, LLC (4978), PSP Subco, LLC (6489), PSP Distribution, LLC (5242), Franchise Group Intermediate SL, LLC (2695), Franchise Group Newco SL, LLC (7697), and Educate, Inc. (5722). The Debtors’ headquarters is located at 109 Innovation Court, Suite J, Delaware, Ohio 43015.

The deposition will be conducted remotely by videoconference via Zoom. The access credentials for the remote deposition will be provided a day before the deposition. The deposition will be recorded by stenographic/audio means and may also be recorded by instant visual display using real-time transcription software. You are invited to attend and cross-examine.

Dated: January 19, 2025
Wilmington, Delaware

WOMBLE BOND DICKINSON (US) LLP

/s/ Matthew P. Ward

Matthew P. Ward (Del. Bar No. 4471)
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-and-

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*Counsel to Buddy Mac Holdings, LLC and its
Subsidiaries*

File a Notice:[24-12480-JTD Franchise Group, Inc. and Freedom VCM, Inc.](#)

Type: bk Chapter: 11 v Office: 1 (Delaware)
Assets: y Judge: JTD
Case Flag: APPEAL, SealedDoc(s), LEAD, MEGA, STANDOrder, CLMSAGNT

U.S. Bankruptcy Court**District of Delaware**

Notice of Electronic Filing

The following transaction was received from Matthew P. Ward entered on 1/19/2025 at 6:28 PM EST and filed on 1/19/2025

Case Name: Franchise Group, Inc. and Freedom VCM, Inc.

Case Number: [24-12480-JTD](#)

Document Number: [782](#)

Docket Text:

Notice of Deposition of *Will Powell*. Filed by Buddy Mac Holdings, LLC. (Ward, Matthew)

The following document(s) are associated with this transaction:

Document description:Main Document

Original filename:2. Franchise - Depo Notice Will Powell (Buddy Mac Holding) (WBD Comments) (4916-3150-1329.2) (002).pdf

Electronic document Stamp:

[STAMP bkecfStamp_ID=983460418 [Date=1/19/2025] [FileNumber=18994990-0]
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8bac1709e99cce2489183a0bcaa03f2317754028b77a2e664a8c442c45175]]

24-12480-JTD Notice will be electronically mailed to:

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ZAllinson@SHA-LLC.com, ecf@williamsdullivanllc.com;hcoleman@sha-llc.com

Jason Daniel Angelo on behalf of Creditor Bank of America, N.A., as Prepetition ABL Agent
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Scott A Bachert on behalf of Creditor Frontier Dania LLC
sbachert@kerricklaw.com

Scott A Bachert on behalf of Creditor Frontier Dover LLC
sbachert@kerricklaw.com

Scott A Bachert on behalf of Creditor Frontier Kissimmee LLC
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Scott A Bachert on behalf of Creditor Frontier Osceola LC
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Joseph C. Barsalona II on behalf of Defendant Mark Noble
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Joseph C. Barsalona II on behalf of Defendant Terry Philippos
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Joseph C. Barsalona II on behalf of Interested Party Former Stockholders